

**MINUTES OF THE MEETING OF THE
BOARD OF REGENTS OF THE UNIVERSITY SYSTEM OF GEORGIA
Held at
Atlanta, Georgia
November 17-18, 2009**

CALL TO ORDER

The Board of Regents of the University System of Georgia met on Tuesday, November 17, 2009, and on Wednesday, November 18, 2009, in the Board Room, 270 Washington St., S.W., Atlanta, Georgia. The Chair of the Board, Regent Robert F. Hatcher, called the meeting to order at approximately 1:00 p.m. on Tuesday, November 17, 2009. Present on Tuesday and Wednesday, in addition to Chair Hatcher, were Vice18,

earned his law degree at Harvard University, was recently named as Executive Counsel to Governor Sonny Perdue. Mr. Fuchko is the System Office's Interim Chief Audit Officer & Associate Vice Chancellor for Internal Audit and Compliance.

On Wednesday, November 18, 2009, Regent Larry Walker introduced the Chair of the Georgia Department of Transportation ("GDOT"), William "Bill" Kuhlke. Mr. Kuhlke gave brief remarks summarizing how GDOT is also doing the best job that they can with limited resources. He also expressed the GDOT's willingness to assist the Board of Regents.

RECOGNITION OF CHANCELLOR'S CUSTOMER SERVICE GOLD WINNERS

The Legislative Analyst and Projects Director for External Affairs, Deborah R. Scott, announced the winners of the 2009

Jenkins assured him that the presidents already have that flexibility as 86 percent of the reductions are being made at the intuitional level.

The committee voted unanimously to approve the fee.

The committee meeting adjourned at approximately 1:58 p.m.

COMMITTEES OF THE WHOLE: FINANCE AND BUSINESS OPERATIONS & REAL ESTATE AND FACILITIES (JOINT MEETING)

At approximately 1:59 p.m. on Tuesday, November 17, 2009, the Committees on Finance and Business Operations and Real Estate & Facilities met as a Joint Committee of the Whole. The Committee heard a presentation from Vice Chancellors Usha Ramachandran and Linda Daniels and the Director of Real Estate Ventures – Asset Management, Cynthia Alexander, on the University System of Georgia Public Private Venture Cash Flow Management. The presentation focused on cash flow management as a strategic concept, the performance of the Public-Private Venture (“PPV”) program to date, and efforts to manage risk to ensure the continued success of the PPV program.

The committee meeting adjourned at approximately 2:39 p.m.

USGFI RECOGNITION OF REGENTS HUGH CARTER, WILLIAM CLEVELAND AND ELRIDGE MCMILLAN

The Board of Regents of the University System of Georgia is fortunate to have been served over its 75 plus year history by a cadre of distinguished men and women. On Wednesday, November 18, 2009, the Chair of the University System of Georgia Foundation, Regent Donald L. Leebern, with the assistance of Regent Richard L. Tucker, honored three such regents for their distinguished service: Regents Hugh A. Carter, Jr., William H. Cleveland, and the System’s longest-serving regent, Elridge W. McMillan. Together, they have given over 50 years of service to the University System of Georgia. Each Regent was presented with a personalized Brumby Rocker rocking chair engraved with the Board of Regents seal and a plaque with the Regent’s name and years of service. Regents Leebern and Tucker, on behalf of the Board, expressed their genuine appreciation and thanks for each Regent’s contributions to the Board and larger community as they recounted their many accomplishments and great service. Highlights of their service follow:

Hugh Carter was appointed to the Board of Regents in 2000 by Governor Roy Barnes and served as an at-large member for nine years. He’s had a life of service to the System, the state, and this country including serving as Special Assistant to the President of the United States for Administration. He also served as an Attaché for the U.S. Virgin Islands Olympic Committee during the Games of the twenty-sixth Olympiad. He has served in various capacities on the Board of Regents. As a champion of the Georgia Institute of Technology, Hugh Carter proudly served as a member the presidential search committee that chose President Bud Peterson. He also served on the committee that selected the very first president of the System’s newest institution, Georgia Gwinnett College.

Dr. William Cleveland was appointed to the Board of Regents in 2001 by Governor Roy Barnes and served as at-large member for eight years. He specializes in nephrology and serves on the

staff of five Atlanta area hospitals and is President of Southwest Atlanta Nephrology and Nephronet LLC. From 1991-1996, he served as the co-Medical Director for the Atlanta Committee for the Olympic Games and member of the International Olympic Commission. As a special note, both William Cleveland and Hugh Carter served on committees for the twenty-sixth Olympiad in Atlanta. As a distinguished member of the Board of Regents, Dr. Cleveland served as Vice-Chair of the Board from 2006-2008. His service and support has been invaluable to this Board and in turn, the citizens of Georgia.

Elridge McMillan has the distinguished honor of having served the longest tenure on the Board of Regents. He was first appointed in 1975 by Governor Georgia Busbee, and subsequently reappointed by successive governors to represent the Fifth Congressional District. His has committed his life to education, especially in the areas of access and equity in the southern region of the United States.

fall 2008 – a 6.7 percent increase and well above the 4.8 percent growth in enrollment from fall 2007 to fall 2008. This increase is the equivalent of adding another Georgia Southern University to the System since last fall. From a strategic standpoint, the majority of the growth has occurred in the state and two-year institution level. These are the two sectors identified in the Board's Strategic Plan to accommodate the bulk of the System's growth through 2020. Chancellor Davis stated that the real challenge for the System is serving this exploding demand in the worst economy in memory. There are 30,000 students in the System, not supported by the funding formula, for whom faculty and staff are working very hard to provide a quality academic experience. Through their outstanding work of the System's presidents, faculty and staff are carving out the efficiencies and productivity that make it possible to have these 30,000 students, on top of the 272,000 covered by the formula.

In spite of the System's ongoing distance learning efforts and success in that area, students still need more places to learn, which is where G.O. Bond sales can assist. The good news is that Georgia State Finance and Investment Commission just had a \$793 million GO bonds sale. Of that, University System projects accounted for \$320 million, or 40 percent of the total bond package. Considering that the General Assembly approved \$367.4 million in bonds for the System in Fiscal Year 2010, Chancellor Davis noted that this is a very favorable sale for the University System. On behalf of the University System, Chancellor Davis publicly expressed his appreciation for the state's recognition of the System's exploding demand and for the work of all who ensure the System has the facilities needed to build that capacity.

Regarding the System's strategic commitment, Chancellor Davis shared a quote from the Reverend Andy Stanley, who recently spoke at a state agency heads meeting: *"If you have clarity of purpose, the details will fall in line."* Chancellor Davis said he believes there is clarity of purpose in the University System as its goal is to educate more Georgians to higher levels than in the past. This purpose will drive the state's economic recovery and growth and drive the long-term stability of our communities. The System's clarity of purpose is also expressed through its Strategic Plan and its six, clear goals. As the budget allocations for the next year approach, Chancellor Davis stated that the Board/System must maintain its focus and clarity of purpose in order to fulfill those commitments, remembering not to allow the urgent to get in the way of the important.

In closing, Chancellor Davis officially welcomed Dr. Curtis Carver, Jr. as the new Chief Information Officer for the System. He also announced the upcoming research conference on childhood obesity organized by the Chief Academic Officer & Executive Vice Chancellor, Susan Herbst and the System's four research vice presidents, David Lee of the University of Georgia, Robin Morris of Georgia State University, Mark Allen of the Georgia Institute of Technology, and Frank Trieber of the Medical College of Georgia.

COMMITTEE REPORTS

EXECUTIVE AND COMPENSATION COMMITTEE

The Executive and Compensation Committee met on Tuesday, November 17, 2009, at approxi4 TdOMPENSAT

F. Hatcher, Vice Chair Willis J. Potts, Jr., Regents Felton Jenkins, and W. Mansfield Jennings, Jr., James R. Jolly, as well as ex-officio members Regents Donald M. Leebern, Jr., Richard L. Tucker, and Allan Vigil.

1. Establishment of the External Delivery (Online and Onsite) of the Existing Associate of Science in Nursing, Darton College

The Board approved the request of President Peter J. Sireno that Darton College (“DC”) be authorized to offer its existing Associate of Science in Nursing as an external degree in a site-based and online format at Martin Army Hospital in Fort Benning, Georgia, effective November 18, 2009. The program will provide entry-level access opportunities in nursing for military personnel, their families, and nearby residents. Establishment of the program is supported through a multi-year federal grant.

2. Named Faculty Positions

The administrative and academic appointments are reviewed by the Chair of the Committee on Academic Affairs. A list these appointments is on file for inspection in the Board’s Office of Academic Affairs.

3. Information Item: Regents’ Test

The president of the University of West Georgia, Dr. Beheruz N. Sethna, provided a presentation on the history and use of the Regent’s Test in the University System of Georgia. In addition to Committee on Academic Affairs members providing comment, Chair Hatcher and Vice Chair Potts were present and provided feedback. The Committee decided to place this item for action (vote) by the full Board in January 2010.

The committee meeting was adjourned at approximately 4:35 p.m.

COMMITTEE ON INTERNAL AUDIT

The Committee on Internal Audit met on Tuesday, November 17, 2009, at approximately 3:05 p.m. in the Boardroom. Committee members in attendance were Vice Chair W. Mansfield Jennings, Jr., and Regents James A. Bishop, Frederick E. Cooper, Felton Jenkins, James R. Jolly, Donald M. Leebern, Jr., and Allan Vigil. On Wednesday, Vice Chair Jennings reported to the Board that the Committee reviewed four items, two of which required Board action.

1. Internal Audit Charter

The Board approved the revised Internal Audit Charter. A copy of the charter is attached as Appendix B.

2. Compliance Charter

The Board approved the revised Compliance Charter. A copy of the charter is attached as Appendix C.

3. **Information Item: Proposed Revision to *Pecñ nih uñ Tl oTi*, Section 7.3.2.2 Elective Fees and Special Charges**

The Board reviewed

of Georgia and the University of Georgia also attended. The Committee reviewed four items, none of which required Board action.

1. Information Item: Update on Developments with Medical Education Programs at Partnership Campus

Dr. Barbara Schuster, Dean of the Medical College of Georgia (“MCG”)/University System of Georgia (“UGA”) Medical Partnership Campus in Athens, provided the committee with an update on developments to begin medical education operations in the Partnership campus in Athens. Information provided to the committee covered ongoing progress with recruitment of faculty and staff, development with coordinated efforts to support student admission, and ongoing developments related to the Liaison Committee on Medical Education (“LCME”). Dr. Arnett Mace, Vice President for Academic Affairs at the University of Georgia, also updated the committee on work with MCG and UGA development offices to build a scholarship program for students.

2. Information Item: Planning for Graduate Medical Education Expansion

Dr. Douglas Miller, Dean of the School of Medicine at the Medical College of Georgia (“MCG”), Dr. Arnett Mace, Vice President for Academic Affairs at the University of Georgia (“UGA”), and Dr. Barbara Schuster, Dean of the MCG/UGA Medical Partnership Campus in Athens, described ongoing efforts to expand residency capacity through coordinated work with Athens/Gainesville area hospitals and other hospitals across the state, and the creation of a team to develop the expansion plan for Graduate Medical Education for the Partnership campus.

3. Information Item: Receive Plan for Development of Clinical Campus in Albany

Dr. Douglas Miller, Dean of the School of Medicine at the Medical College of Georgia, provided the committee with an update on efforts to implement the clinical campuses in Albany and Savannah, information on communications with leaders in the Rome, Savannah and Brunswick areas and news on recent communications with the Liaisons Committee on Medical Education (“LCME”) regarding the Albany campus and efforts to hire a campus assistant dean for curriculum at the Savannah campus.

4. Information Item: Review of Overall Progress in Medical Education Expansion

Dr. Douglas Miller, Dean of the School of Medicine at the Medical College of Georgia, provided the committee with a brief listing of benchmarks and informed the committee of successes to date.

The committee meeting was adjourned at approximately 9:25 a.m.

COMMITTEE ON ORGANIZATION AND LAW

The Committee on Organization and Law met on Tuesday, November 17, 2009, at approximately 2:50 p.m. in Room 5158. Committee members in attendance were Chair Kenneth

R. Bernard, Jr., Vice Chair Doreen Stiles Poitevint, and Regents Larry R. Ellis, William H. NeSmith, Jr., Wanda Yancey Rodwell, Benjamin J. Tarbutton, III, Richard L. Tucker, and Larry Walker. Chair Bernard reported to the Board that the Committee reviewed three items, which required action. Item 3 included seven applications for review. The Committee also heard one information item that did not require action. With motion properly made, seconded, and unanimously adopted, the Board approved and authorized the following:

1. Ratification of Contract Amendment, Medical College of Georgia

The Board ratified the Chancellor's execution of an amendment to the Clinical, Educational, and Research Services Agreement between the Board of Regents and MCG Health, Inc. A copy of the contract amendment is on file and available for inspection in the Office of the Secretary to the Board.

2. Mutual Aid Agreement: South Georgia College

The Board approved President Virginia Carson's request that South Georgia College ("SGC") be authorized to enter into a mutual aid agreement for police and other emergency services with the City of Douglas, Georgia.

3. Applications for Review

At approximately 3:04 p.m. on Tuesday, November 17, 2009, Chair Kenneth R. Bernard, Jr. called for an executive session for the purpose of discussing personnel matters and the academic records of students. With motion properly made and seconded, the committee members who were present voted unanimously to go into executive session. Those Regents were Doreen Stiles Poitevint, and Regents William H. NeSmith, Jr., Wanda Yancey Rodwell, Richard L. Tucker, and Larry Walker.

Chair Bernard reconvened the committee meeting in its regular session at approximately 3:34 p.m. and announced that the Committee, while in executive session determined the following:

- a. In the matter of file no. 2062, at Savannah State University, concerning the suspension of a student, the application for review was denied.
- b. In the matter of Ms. Lovely Lewis, at Georgia State University, concerning her termination due to a Reduction in Force, the application for review was denied.
- c. In the matter of file no. 2064, at the University of Georgia, concerning a student's denial of request for early readmission, the application for review was denied.
- d. In the matter of Mr. Gary Tuttle, at Georgia Perimeter College, concerning the elimination of his position, the application for review was denied.

- e. In the matter of file no. 2066, at the University of Georgia, concerning a student's violation of the University Academic Honesty Policy, the application for review was denied.
- f. In the matter of Mr. R. Stanley Shurling, at Georgia Southwestern State University, concerning his termination, the application for review was denied.
- g. In the matter of Dr. Wilton Heyliger, at Atlanta Metropolitan College, concerning removal from his position as Chairman of the Business, Mathematics, & Computer Science Department and a sexual harassment allegation, the application for review was denied.

4. Information Item: Article VIII Appeals Process

Staff continued a discussion with the committee regarding proposed changes to the Board's Article VIII appeals process.

The committee meeting adjourned at approximately 3:35 p.m.

COMMITTEE ON PERSONNEL AND BENEFITS

The Task Force on Leadership and Development met on Wednesday, November 18, 2009, at approximately 9:32 a.m. in Room 5158. Committee members in attendance were Chair Wanda Yancey Rodwell, Board Chair Robert F. Hatcher, and Regents Larry R. Ellis, James R. Jolly, Kessel D. Stelling, Jr., and Allan Vigil. Chair Rodwell reported to the Board that the Committee reviewed one item which did not require action. The following information item was reviewed by the Committee:

1. Information Item: Update on Current and Future Status of Health Benefit Plans

The Associate Vice Chancellor for Life & Health Benefits, Thomas A. Scheer, updated the Committee on the current and future status of the health benefit plans. Mr. Scheer provided an update on the open enrollment process, recapped changes for calendar year 2010 and discussed the expansion of the Total Rewards Steering Committee.

COMMITTEE ON REAL ESTATE AND FACILITIES

The Committee on Real Estate and Facilities met on Tuesday, November 17, 2009, at approximately 3:31 p.m. in the Boardroom. Committee members in attendance were Chair James A. Jolly, Vice Chair James A. Bishop, and Regents Frederick E. Cooper, Felton Jenkins, W. Mansfield Jennings, Jr., Donald M. Leebern, Jr., and Allan Vigil. The Chair of the Board, Robert F. Hatcher, and Vice Chair, Willis J. Potts, Jr., the Vice Chancellor for Facilities, Linda M. Daniels, and representatives from System institutions were also in attendance. Chair Jolly reported to the Board that the Committee reviewed 14 items, 11 of which required action. Three items, including an executive session, were withdrawn by staff prior to the meeting. With motion

properly made, seconded, and unanimously adopted, the Board approved and authorized the following:

1. Authorization of Project, Project No. BR-67-1003, Renovations and Additions to Dining Hall, Georgia Southwestern State University

The Board authorized Project No. BR-67-1003, Renovations and Additions to Dining Hall, Georgia Southwestern State University (“GSSU”) with a total project budget of \$2,000,000, to be funded from \$1,000,000 in auxiliary reserve funds and \$1,000,000 from the food service vendor.

Understandings: This project will renovate the existing dining hall at the Marshall Student Center to provide adequate seating areas for students and faculty and upgrade the food preparation area. A 3,100-square-foot addition of a faculty dining area will permit expansion of the student dining area into the current faculty dining area. The mechanical, electrical and plumbing systems will be replaced or repaired, and all the windows will be replaced with tinted, insulated glass. The current kitchen food preparation equipment will be replaced with energy efficient equipment.

The estimated construction cost for this project is \$1,800,000.

The project is consistent with GS

3. Authorization of Project, Project No. BR-70-1001, Classroom/Lecture Hall Addition, Valdosta State University

The Board authorized Project No. BR-70-1001, Classroom/Lecture Hall Addition, Valdosta State University (“VSU”), with a total project budget of \$2.1 million, to be funded from VSU institution funds.

Understandings: The approximately 15,000-square-foot two-story addition to the existing Education Center will include two large session classrooms of approximately 360 seats each, a lobby, service rooms, and restroom facilities. The addition will allow VSU to group lower tier classes into larger sections to maximize teaching time and meet the demand of increased student enrollment for specific courses without the need for additional instructors.

The estimated construction cost for this project is \$1.9 million.

The project is consistent with VSU’s master plan. The University System Office staff and VSU will proceed with design and construction of the project in accordance with Board of Regents procedures.

4. Authorization of Project, Project No. BR-40-1003, South Energy Plant Upgrade & Expansion, Medical College of Georgia

The Board authorized Project No. BR-40-1003, South Energy Plant Upgrade & Expansion, Medical College of Georgia, (“MCG”) with a total project budget of \$2,955,000 to be funded from MCG institutional funds and Fiscal Year 2009 Major Repair and Renovation funds.

Understandings: The project includes installation of a gas fired temperature water generator, a centrifugal chiller, incoming electrical service including double ended switchgear, panels, breakers, motor control center, underground concrete encased duct bank, and underground vaults. This will meet MCG heating and cooling needs for the Cancer Research Center and Sanders Research and Education Building and future facilities including the School of Dentistry, Education Commons, and School of Medicine.

The estimated construction cost for this project is \$2,536,200.

The project is consistent with MCG’s master plan. The University System Office staff and MCG will proceed with design and construction of the project in accordance with Board of Regents procedures.

5. Appointment of Architectural Firms and Construction Management Firms, Georgia Higher Education Facilities Authority (GHEFA)

The Board approved the enclosed Items 5.a. through 5.c.

Understandings: These projects were authorized by the Board in September 2009 as Georgia Higher Education Facilities Authority (“GHEFA”) projects. Funding for these projects will be by GHEFA.

In September 2009 program management firms were appointed for:

GHEFA-82-1001, Campus Center & Student Housing, College of Coastal Georgia
GHEFA-86-1001, Student Housing, East Georgia College

In October 2009 a program management firm was appointed for:

GHEFA-65-1001, Wellness & Recreation Center, Georgia College & State University

The Board also appointed the first-named architectural firm listed below for the identified project and authorize the execution of a contract with the identified firm. Should it not be possible to execute a contract with the top-ranked firm, staff will then attempt to execute a contract with the other listed firms in rank order.

Number of firms that applied for this commission: 26

Recommended firms in rank order:

- 1) Garbutt/Christman, LLC, Dublin
- 2) The Whiting-Turner Contracting Company, Atlanta
- 3) Skanska USA Building Inc., Atlanta
- 4) Gay Construction Company, Atlanta (Tie)
RJ Griffin & Company, Atlanta (Tie)

5.c. Appointment of Development Firm for the Student Housing Component, Project No. GHEFA-82-1001, Campus Center & Student Housing, College of Coastal Georgia

The Board appointed the first-named development firm listed below for the student housing component of the identified project and authorize the execution of a contract with the identified firm. Should it not be possible to execute a contract with the top-ranked firm, staff will then attempt to execute a contract with the other listed firms in rank order.

Following public advertisement, a qualifications-based selection process was held in accordance with Board of Regents procedures. The following recommendation is made for the development firm for the student housing component of the identified project.

Project No. GHEFA-82-1001, Campus Center & Student Housing, College of Coastal Georgia

Project Description: This project will provide a campus center and student housing. The 250-350 student housing beds are in suite, semi-suite and apartment style units, and will also include limited food service and student study areas. The approximately 50,000-square-foot campus center includes expanded food service and student life amenities such as health services, fitness center, recreational space, study areas, student government and student affairs offices, meeting rooms, tiered seat theatre space, lounge spaces, bookstore and other retail.

Total Project Cost:	\$14,000,000
Construction Cost (Stated Cost Limitation):	\$10,900,000

Number of firms that applied for this commission: 7

Recommended development firms for the student housing component of the identified project in rank order:

- 1) H.J. Russell & Company, Atlanta
- 2) University Housing Services, Inc., Atlanta
- 3) Ambling University Development Group, Valdosta

6. Appointment of Construction Management Firm and Appointment of Architectural Firm for Student Housing Component, Project No. BR-60-1001, Student Center & Student Housing, Albany State University

The Board appointed the first-named construction management firm listed below for the identified project and authorize the execution of a contract with the identified firm. Should it not be possible to execute a contract with the top-ranked firm, staff will then attempt to execute a contract with the other listed firms in rank order.

Following public advertisement, a qualifications-based selection process was held in accordance with Board of Regents procedures. The following recommendation is made:

Number of firms that applied for this commission: 21

Recommended firms in rank order:

- 1) Juneau Construction Company, LLC, Atlanta
- 2) Choate Construction Company, Atlanta (Tie)
Parrish Construction Group, Perry (Tie)
- 3) Skanska USA Building, Inc., Atlanta

The Board also appointed the first-named architectural firm listed below for the student housing component of the identified project and authorize the execution of a contract with the identified firm. Should it not be possible to execute a contract with the top-ranked firm, staff will then attempt to execute a contract with the other listed firms in rank order.

Following public advertisement, a qualifications-based selection process was held in accordance with Board of Regents procedures. The following recommendation is made for the architectural firm for the student housing component of the identified project:

Number of firms that applied for this commission: 27

Recommended firms in rank order:

- 1) Lord, Aeck & Sargent, Inc., Atlanta
- 2) Cooper Carry, Inc., Atlanta
- 3) SRJ Architects Inc., Albany
- 4) HADP Architecture, Inc., Atlanta

Project No. BR-60-1001, Student Center & Student Housing, Albany State University

Project Description: This project was authorized by the Board in September 2009. In September 2009, the Board appointed a program management

7. **Appointment of Construction Management Firm, Project No. J-153, Library Renovations and Speaker Tom Murphy Office, University of West Georgia**

The Board appointed the first-named construction management firm listed below for the identified project and authorize the execution of a contract with the identified firm. Should it not be possible to execute a contract with the top-ranked firm, staff will then attempt to execute a contract with the other listed firms in rank order.

Following public advertisement, a qualifications-based selection process was held in accordance with Board of Regents procedures. The following recommendation is made:

Project No. J-153, Library Renovations and Speaker Tom Murphy Office, University of West Georgia

Project Description: The project was authorized by the Board in November 2008. The library, built in the 1960's, had an addition in 1980 and totals 40,160 square feet. According to most recent standards for library planning, preliminary studies indicate major deficiencies exist for seating and studying space. To serve strategic priority needs of UWG, the library renovation will include expanding seating and studying space and addition of information commons. The project includes partial renovation of the ground floor (basement) to accommodate materials that are not part of the browsing collection, renovation of the main floor including renovation to seating and studying space, and the reproduction of the Speaker Tom Murphy office for display of his political collections and memorabilia.

The project will be funded from FY 2009 and FY 2010 General Obligation Bonds.

Total Project Cost:	\$8,000,000
Construction Cost (Stated Cost Limitation)	\$6,000,000

Number of firms that applied for this commission: 25

Recommended firms in rank order:

- 1) Parish Construction Group, Perry
- 2) RA-LIN and Associates, Inc., Carrollton
- 3) Brasfield & Gorrie, Kennesaw
- 4) Evergreen Construction, Atlanta

8. **Sub-Rental Agreement, 75 5th Street, Suites 700 and 860, Georgia Institute of Technology**

The Board authorized the execution of a sub-rental agreement between Georgia Advanced Technology Ventures, Inc. ("GATV"), Sub-Landlord, and the Board of Regents, Sub-Tenant, for approximately 9,520 square feet ("sf") of administrative support located at Centergy One Building, 75 5th Street Atlanta, for the period November 1, 2009, through June 30, 2010, at a

monthly rent of \$22,736.93 (\$272,843.16 per year annualized/ \$28.66 per square foot per year) with an option to renew for one ten month term ending April 30, 2011 with rent increasing 3%, for the use of Georgia Institute of Technology (“GIT”) for the Georgia Tech Enterprise Innovation Institute (“EII”).

Understandings: In September 2002, the Board authorized a sub-rental agreement of 32,000 sf for GIT’s Advanced Technology Development Center’s (the “ATDC”) administrative functions and common use space for ATDC member companies. ATDC is part of EII.

Understandings: President Patrick Schloss confirms that this naming conforms to the VSU naming guidelines and with the Board of Regents naming policy.

Mr. Jerry Jennett is a leader in the Valdosta business community and is a strong supporter of VSU. Mr. Jennett is serving his third term on the VSU Foundation Board of Trustees (the “Board of Trustees”) and has served as chairman of the Board of Trustees twice. While not a graduate of VSU, Mr. Jennett has volunteered his services on numerous occasions, by serving on search committees, advisory boards, and the athletic booster board. Mr. Jennett’s wife, Kay, is currently serving as a director of the symphony orchestra and was the chair of last year’s Blazin’ Hot Night Gala Dinner and Auction, which was the inaugural black tie fundraiser for the VSU Foundation. Mr. and Mrs. Jennett, have personally contributed over \$400,000 to VSU. Mr. Jennett’s company, Georgia Gulf Sulfer, has contributed \$276,000.

11. Naming of Sudie A. Fulford Community Learning Center, East Georgia College

The Board approved the naming of the proposed Community Learning Center at East Georgia College (“EGC”) the “Sudie A. Fulford Community Learning Center” in recognition of Mrs. Sudie A. Fulford.

Understandings: President John Black confirms that this naming conforms to the EGC naming guidelines and with the Board of Regents naming policy.

The Sudie A. Fulford Community Learning Center (the “Center”) is the first building located on the southern part of campus. The Center is architecturally distinct from the traditional campus buildings yet remains appealing and approachable. It is located at the EGC entrance on a well traveled road leading to the Emanuel County K-12 schools.

Mrs. Sudie A. Fulford was an iconic elementary school teacher for over thirty years in Swainsboro. She taught numerous members of the current Swainsboro/Emanuel County leadership including the Mayor and the President of the Chamber of Commerce. They, as well as everyone who knew her, speak of her extraordinary teaching skills, her dedication and support of her students and her energy and quick wit.

This was accomplished while raising three children alone due to the untimely death of her

12. Information Item: Reed Alley Improvements & Stegeman Coliseum Concourse Renovations at the University of Georgia

Reed Alley improvements

Reed Alley improvements will enhance open space at Sanford Stadium for football game days and enhance the student experience by providing a pedestrian corridor and gathering space for use by students throughout the year.

Reed Alley is an under-developed portion of a major campus east-west pedestrian corridor, beginning at Baxter Street and flowing through the new Georgia Quad to Sanford Drive where Reed Alley begins. Reed Alley will be transformed into public open space that will not only be utilized on game days, but also for student gathering and various student activities throughout the year. The project will also complete the east-west cross campus pedestrian corridor.

A new linear building of approximately 7,000 square feet (“sf”) that will house concessions and restrooms will define the Alley and activate both sides of the space. Gates and fencing will be provided for stadium security on non-event days and to allow the existing covered walk area to be accessible to students, staff, faculty and visitors. On event days, such as Commencement and Football events, the entire area can be opened up for gathering while also addressing life safety issues by greatly enhancing ingress and egress to and from the Stadium in this highly congested area.

The timing of these improvements responds to UGA’s desire to enhance the overall spectator/attendee experience while improving crowd management at the stadium for added safety and security as well as to utilize this space for student gathering during the remainder of the year. This project, one element of the recently completed AA Master Plan, has been in planning and pre-design for over a decade.

Stegeman Coliseum Concourse renovations

Stegeman Coliseum is a multi-purpose arena, seating approximately 10,500, that hosts the UGA basketball and gymnastics teams, university classes, commencements, concerts, and various other events. Built in 1964, the Coliseum has a unique hyper-parabolic shaped roof with large overhangs on the northeast and southwest sides of the building.

Stegeman Coliseum Concourse renovations will renovate 35,000 sf of the main concourse level and add approximately 10,000 sf for new lobbies on the northeast and southwest sides of the facility. These improvements will enhance the student experience, provide life safety and restroom upgrades, and improve crowd handling at both non-athletic and athletic events.

Many smaller renovations have taken place within the facility, however, there has not been a significant renovation or upgrade to the concourses and the public support spaces. The facility requires life safety upgrades, including a fire sprinkler system for the renovated areas. The focus of this project is provision of new amenities for students and visitors while enhancing safety and security. A new smoke evacuation system for the existing seating bowl and concourse may be

provided. The existing main concourse level will be fully renovated, including modernization and addition of restrooms, upgrades to concession areas, and addition of a security operations rooms. The concourse underneath the curved overhangs on the northeast and southwest sides of the building will be expanded to capture much needed arrival and queuing space and will bring a new aesthetic and identity to the facility. The project concept is for an angled and curved curtain wall to be designed at both expansion areas.

The timing of this renovation is multi-fold. The building requires access, life safety, and restroom upgrades. The improvement will also respond to UGA's desire to enhance the overall spectator experience while improving circulation at the facility for added safety and security.

These projects are consistent with the UGA Athletic Association (the "AA") master plan.

At the September 2009 meeting the AA approved design funding for these projects. It is anticipated that the AA will consider further action on these projects at their spring meeting. Should the AA approve these projects then approval by the Board will be requested.

Construction of these projects will be funded entirely by the AA and will enhance the substantial contributions to the academic mission and student life of UGA that the AA continues to provide.

The current economic times and favorable construction market provide an opportunity to achieve great cost savings while providing a number of jobs within the design and construction industry. Through sound fiscal management the AA has resources available to support capital projects that are important for the local and state economy.

13. Information Item: Consultant Selection Process

The Vice Chancellor for Facilities, Linda M. Daniels, provided information on the qualifications-based selection ("QBS") process utilized for consultant selection.

14. Information Item: USG Public Private Venture Cash Flow Management (Committee of the Whole) (Joint meeting with Committee on Finance and Business)

One of the eight priorities of the Board for FY 2010 is to assess the cash flow management of the University System Public Private Venture ("PPV") program in the context of the system's financial statements. The presentation will focus on cash flow management as a strategic concept, the performance of the PPV program to date, and efforts to manage risk to ensure the continued success of the PPV program.

The committee meeting was adjourned at approximately 4:20 p.m.

UNFINISHED BUSINESS

There was none.

NEW BUSINESS

The Board approved President Everette Freeman's request that Albany State University be authorized to award an honorary degree to Lieutenant General Willie J. Williams. The Board also approved President G.P. "Bud" Peterson's request that Georgia Institute of Technology be authorized to award honorary degrees to Mr. Brook Byers, Mr. Michael Duke, and Dr. Andrew Grove.

The Board authorized Chancellor Erroll B. Davis, Jr. to take any actions necessary to protect the interest of the Board between the November meeting and the scheduled January meeting of the Board, with such actions being ratified by the Board in January.

Regent NeSmith read a letter he addressed to Chairman Hatcher regarding the branding of Georgia through resources such as the University System of Georgia four research institutions, Emory University, the Centers for Disease Control and Prevention, the Georgia Research Alliance, and the Fort McPherson Initiative. He asked that Chairman Hatcher consider adopting it into the strategic plan

PETITIONS AND COMMUNICATIONS

The Secretary to the Board noted the passing of Dr. Judson C. Ward who, among his many accomplishments, was a long time faculty member and later president of the Georgia Teachers College, now Georgia Southern University. He was 97 years old.

EXECUTIVE SESSION

At approximately 11:45 a.m. on Wednesday, November 18, 2009, Chair Robert F. Hatcher called for an executive session for the purpose of discussing personnel matters. With motion properly made and variously seconded, the Regents who were present voted unanimously to go into executive session. Those Regents are listed above. In accordance with H.B. 278, Section 3 (amending O.C.G.A. § 50-14-4) an affidavit regarding this executive session is on file with the Office of the Secretary of the Board.

At approximately 12:50 p.m., Chair Hatcher reconvened the Board meeting in its regular session and announced that no actions were taken during the executive session.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at approximately 12:51 p.m. on Wednesday, November 18, 2009.

J. Burns Newsome
Secretary to the Board
University System of Georgia

Robert F. Hatcher
Chair, Board of Regents
University System of Georgia

Chancellor's Customer Service Awards 2009



Appendix B



UNIVERSITY SYSTEM OF GEORGIA (USG) **INTERNAL AUDIT CHARTER**

Introduction

Appendix B

- e) Periodically prepare a summary of internal audits and highlight matters of interest for audits conducted at each institution and present such data to the Committee and to the Chancellor.
 - f) Attend meetings of the Committee and Board as required.
 - g) Ensure that all audits conducted by the University System Office have been thoroughly reviewed and discussed with appropriate institutional officials prior to being released to the Chancellor or to the Committee Chair.
3. USG internal audit professionals and the USG internal audit function shall comply with the International Standards for the Professional Practice of Internal Auditing as published by the Institute of Internal Auditors (IIA). Additionally, all USG internal auditors shall comply with the IIA Code of Ethics.

Definition of Audit Engagement Scope

The scope of internal auditing encompasses the examination and evaluation of the adequacy and effectiveness of the organization's system of governance, risk management, compliance, internal control and the quality of performance in carrying out assigned responsibilities. The scope will vary by institution or area and may include:

1. Review the effectiveness of governance processes to include the:
 - a) Promotion of ethical behavior within the organization;
 - b) Efficiency of organizational performance management and accountability;
 - c) Communication of risk and control information to appropriate areas of the organization; and,
 - d) Coordination of activities and information among the Board, external and internal auditors, and management.
2. Review the effectiveness of risk management processes to include the:
 - a) Alignment of organizational objectives in support of the USG and institutional missions;
 - b) Identification and assessment of significant risks;
 - c) Alignment of risk responses with the USG's risk appetite; and,
 - d) Capturing and communication of relevant risk information across the USG and its institutions so as to enable staff, management, and the Board to carry out their responsibilities.
3. Review the reliability and integrity of financial and operating information and the means used to identify, measure, classify, and report such information.
4. Review the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on operations and reports and whether the System is in compliance.
5. Review the means of safeguarding assets and, as appropriate, verifying the existence of such assets.
6. Review and appraise the economy and efficiency with which resources are employed.
7. Review operations or programs to ascertain whether results are consistent with established objectives and goals and whether the operations or programs are being carried out as planned.

Appendix B

8. Review the status of Information Technology policies and procedures, verifying that required hardware, software and process controls have been implemented and that the controls are functioning properly.
9. Conduct special audits at the request of the Committee Chair, the Chancellor or institution presidents.
10. Investigate reported occurrences of fraud, embezzlement, theft, waste, etc., and recommend controls to prevent or detect such occurrences.

Appendix B

To the extent permitted by law, the OIAC has full access to all activities, records, properties, and personnel within the University System of Georgia. The OIAC is authorized to review and appraise all policies, plans, and procedures. Documents and other materials provided to the OIAC will be handled in the same prudent manner as handled by those employees normally accountable for them.

Approved by the Board of Regents of the University System of Georgia on November 18, 2009:

Robert F. Hatcher
Chairman of the Board of Regents

Date

Kessel D. Stelling, Jr.
Chairman of the Committee on Internal Audit,
Risk, and Compliance

Date

Erroll B. Davis, Jr.
Chancellor

Date



UNIVERSITY OF GEORGIA (USG)
COMPLIANCE CHARTER

Introduction

The Compliance and Ethics Program promotes an organizational culture that encourages ethical conduct and a commitment to compliance with the law. The Compliance and Ethics Program also assists the Board, the Chancellor, and institution leadership to prevent and detect criminal conduct by USG employees involving USG institutions through exercising due diligence.

Role of the Compliance Function

Appendix C

2. Advise the Board, the Chancellor, and institution management on significant campus or USO compliance risks and provide action steps to mitigate significant compliance risks;
3. Coordinate and support USG institutional compliance functions;
4. Conduct compliance investigations and reviews as needed to discharge an effective compliance program.

Committee Responsibilities

The responsibilities of the Committee, as it pertains to compliance and ethics, are broadly summarized as follows:

1. Provide oversight as needed to ensure that the Compliance and Ethics Program effectively prevents and detects misconduct by employees and officers of the University System of Georgia and its institutions.
2. Review the USG Ethics Policy on a periodic basis and make recommendations for changes as appropriate.
3. Assess the effectiveness of management's system for receiving and resolving allegations pertaining to non-compliance with law, policy, and procedure.
4. Monitor the performance of the AVC and the compliance function.
5. Meet with the AVC on a periodic basis to review the compliance risk assessment, action plan, and other steps taken to ensure the management of an effective compliance function.
6. Review and submit the Compliance Charter to the Board for approval on an annual basis to include changes needed to ensure that the compliance function is complying with professional standards and addressing emerging compliance and ethics issues.

Authorization

To the extent permitted by law, Compliance Program personnel have full access to all activities, records, properties, and personnel within the University System of Georgia. Compliance Program personnel are authorized to review and appraise all policies, plans, and procedures. Documents and other materials provided to Compliance Program personnel will be handled in the same prudent manner as handled by those employees normally accountable for them.

Approved by the Board of Regents of the University System of Georgia on November 18, 2009:

Robert F. Hatcher
Chairman of the Board of Regents

Date

Kessel D. Stelling, Jr.
Chairman of the Committee on Internal Audit,
Risk, and Compliance

Date

Erroll B. Davis, Jr.
Chancellor

Date